

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STEPHEN M. WILSON, *et al.*,

Plaintiffs,

v.

IMAGESAT INTERNATIONAL

N.V., *et al.*,

Defendants.

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Docket No. 07 Civ. 6176 (LTS)

DECLARATION OF DAVID BLOCK
TEMIN AS
CORPORATE REPRESENTATIVE OF
ELBIT SYSTEMS LTD.

1. I, the undersigned, David Block Temin, am over eighteen (18) years of age, have my full mental faculty and am competent to make this Declaration. The facts set forth in this Declaration are within my personal knowledge and are true and correct.

2. I am the Corporate Vice President and General Counsel of Elbit Systems Ltd. ("Elbit"). In this capacity, I am directly responsible for, am involved with and have personal and organizational knowledge of Elbit's business activities, identities, relationships, operations and compliance with the legal regulations related thereto.

3. Elbit is a defense contractor with its principal place of business in the City of Haifa in the State of Israel. It is formed under the laws of State of Israel and domiciled in the State of Israel, with its nationality in Israel. Elbit has no employees, offices or addresses in the State of New York, does not own, buy, sell or lease any property in the State of New York and is not registered to transact business in the State of New York. Other than being listed on the National Association Securities Dealers Automated Quotations ("NASDAQ") as "ESLT", Elbit does not transact any business in the State of New York.

4. Elbit has never been a resident of the State of New York and does not maintain an office,

mailing address or telephone number in the State of New York. Elbit does not maintain a registered agent for service of process in the State of New York and does not maintain a place of business in the State of New York.

5. Elbit does not have any employees working for it in the State of New York and does not own any stock in the State of New York.

6. Based on my investigation of the events at issue in Plaintiffs' Original Complaint, I am presently aware of seven (7) potential witnesses, including: Haim Rouso, Joseph Gaspar, Joseph Ackerman, Michael Federmann, Tova Toren (on behalf of her deceased husband, Jacob Toren), Avigdor Blasberger and myself. Each would testify as to his/her involvement with the issues relating the claims made the basis of the suit and ownership, or lack thereof, of any interest in any party involved with the above-styled action. Of these witnesses, all live in the State of Israel except for Mr. Blasberger, who I believe presently resides in Belgium.

7. All of Elbit's documents that are presently known to exist that might be relevant to the claims and defenses in this suit are located in or near Haifa, Israel or Rehovot, Israel.

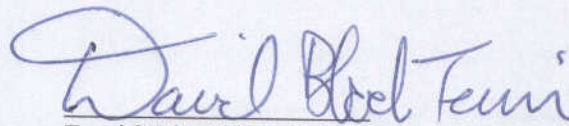
8. Furthermore, Elbit does not hold any securities or other interest in ImageSat and is not a party to the agreements mentioned in Plaintiff's Original Complaint or any other agreement with ImageSat. The company that holds shares in Defendant ImageSat International, N.V. ("ImageSat"), and which is a party to some of the agreements mentioned in Plaintiff's Original Complaint, is Elbit Systems Electro-Optics Elop Ltd. (formerly Elop Electro-Optics Industries Ltd.). Elbit Systems Electro-Optics Elop Ltd. is a separate and independent legal entity. Attached hereto at Exhibit A is a certified translated copy bearing the seal "Apostille (Convention de La Haye du 5 Octobre 1961)" of the Confirming Order of the Merger and Demerger Program ("Order") relating to Elbit's acquisition of Elop Electro-Optics Industries Ltd. The Order demonstrates Elbit's lack of interest in ImageSat. As set forth in the Order, Elop

Electro-Optics Industries Ltd. ("Old El-Op"), the only party (mentioned in the Order) to any of the alleged agreements at issue in the above-styled action, was dissolved on July 2, 2000. Simultaneous with Old El-Op's dissolution, all of Old El-Op's assets and liabilities were transferred to Elbit and "immediately afterwards" were transferred (except nine specified "remaining assets") from Elbit to Mizugim 1999, Ltd., which was renamed "Elop Electro-Optics Industries Ltd." ("New El-Op"). None of the nine specified assets remaining with Elbit is related to Plaintiffs, ImageSat or any other claim, opportunity or allegation set forth in Plaintiffs' Original Complaint. During 2005, Elop Electro-Optics Industries Ltd. changed its name to Elbit Systems Electro-Optics Elop Ltd.

10. Attached hereto at Exhibit B is a true and correct copy of the Listing Agreement whereby Elbit Systems Ltd. agrees to the listing of its publicly available shares on NASDAQ.

I declare under penalty of perjury that the foregoing is true and correct.

This 15th Day of October, 2007.

A handwritten signature in blue ink, reading "David Block Temin".

David Block Temin
Corporate Vice President and
General Counsel
For ELBIT SYSTEMS LTD.